

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
RICHARD MARMARO (Cal. Bar No. 91387)
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071-3144
Telephone: (213) 687-5000
Facsimile: (213) 687-5600
Email: rmarmaro@skadden.com

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
JAMES E. LYONS (Cal. Bar No. 112582)
TIMOTHY A. MILLER (Cal. Bar No. 154744)
Four Embarcadero Center, Suite 3800
San Francisco, California 94111-4144
Telephone: (415) 984-6400
Facsimile: (415) 984-2698 (fax)
Email: jlyons@skadden.com
tmiller@skadden.com

Attorneys for Non-Parties Skadden, Arps, Slate, Meagher & Flom LLP
and Individual Skadden Attorneys

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

KENNETH L. SCHROEDER,

Defendant.

CASE NO. C 07-3798-JW (HRL)

**DECLARATION OF GALEN D.
BELLAMY IN SUPPORT OF
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP'S OPPOSITION TO
KENNETH L. SCHROEDER'S MOTION
TO COMPEL**

Date: September 9, 2008

Time: 10:00 a.m.

Courtroom: 8

Judge: Magistrate Judge Howard R. Lloyd

DECLARATION OF GALEN D. BELLAMY

I, Galen D. Bellamy, declare:

1. I am an attorney duly licensed to practice law in the State of California and the State of Colorado. I was formerly employed as an associate at the law firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden") in San Francisco, California. I am currently employed as an associate at Wheeler Trigg Kennedy LLP in Denver, Colorado.

2. While I was an associate at Skadden, Skadden represented the Special Committee ("SC") of the Board of Directors of KLA-Tencor Corporation ("KLA" or the "Company"). I have personal knowledge of the facts set forth below and could competently testify thereto.

3. I graduated from law school in 1999 and have worked on a number internal investigations since then. I have attended dozens of witness interviews in connection with those investigations.

4. In June 2006, I began working on an investigation of KLA's stock option granting practices being conducted by the SC. In connection with that investigation, I helped coordinate document preservation, assisted with document review and interview preparation, performed legal research, and drafted portions of case materials as needed.

5. Between June 2006 and September 2006, I participated in and took notes at interviews of 15 witnesses, some on multiple occasions. These witnesses included current and former KLA Board members and employees.

6. It was my practice to review in advance of the interviews any documents identified by the Skadden team as potential subjects of the interview.

7. In taking notes at witness interviews, I understood that my primary responsibility was to record information provided or observations made by the witness, which, in my judgment, were of importance to the investigation and relevant to a further understanding of the option granting practices at KLA. I relied on my understanding of the important facts that had been learned in the investigation and applicable legal theories to determine, in my judgment, the relevant facts to be recorded.

